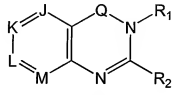
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing Of Claims

1. (currently amended) A compound of Formula XXXVII:



XXXVII

wherein

Q is selected from the group consisting of CO, CS, or C=NR$_9$;

J, K, L, and M are each independently CR$_{12}$, provided that at least one of K and L is CR$_{12}$ where R$_{12}$ is not hydrogen;

R$_1$ is -ZR$_m$;

Z is selected from the group consisting of -CH_2-, -CH_2CH_2-, -$CH_2CH_2CH_2$-, -C(O)-, -CH_2C(O)-, -C(O)CH_2-, -CH_2-C(O)CH_2-, -C(O)CH_2CH_2-, -CH_2CH_2C(O)-, -O-, -OCH_2-, -CH_2O-, -CH_2OCH_2-, -OCH_2CH_2-, -CH_2CH_2O-, -N(CH_3)-, -NHCH_2-, -CH_2NH-, -CH_2NHCH_2-, -NHCH_2CH_2-, -CH_2CH_2NH-, -NH-C(O)-, -NCH$_3$-C(O)-, -C(O)NH-, -C(O)NCH$_3$-, -NHC(O)CH_2-, -C(O)NHCH_2-, -C(O)CH_2NH-, -CH_2NHC(O)-, -CH_2C(O)NH-, -NHCH_2C(O)-, -S-, -SCH_2-, -CH_2S-, -SCH_2CH_2-, -CH_2SCH_2-, -CH_2CH_2S-, -C(O)S-, -C(O)SCH_2-, -CH_2C(O)S-, -C(O)CH_2S-, -CH_2SC(O)-, –CHR$_9$-, –C(R$_9$)(R$_9$)-, -C(S)-, -C(NH)-, -C(NR$_9$)-, -N(H)- and -N(R$_9$)-;

R$_m$ is an aryl, either unsubstituted or substituted with one or more substituents selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl,

heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

R_2 is -UV;

U is selected from the group consisting of $-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, -C(O)-, $-CH_2C(O)-$, $-C(O)CH_2-$, $-CH_2-C(O)CH_2-$, $-C(O)CH_2CH_2-$, $-CH_2CH_2C(O)-$, -O-, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, -NH-C(O)-, $-NCH_3-C(O)-$, -C(O)NH-, -C(O)NCH_3-, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, -S-, $-SCH_2-$, $-CH_2S-$, ~~$-SCH_2CH_2-$~~, CH_2SCH_2-, $-CH_2CH_2S-$, -C(O)S-, -C(O)SCH_2-, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, ~~$-CHR_9-$~~, $C(R_9)(R_9)-$, ~~$-N(H)-$~~, ~~$N(R_9)-$~~, (C_{3-7})cycloalkyl, (C_{3-6})heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-1-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~aldehyde,~~ alicyclic, aliphatic, alkyl, alkylene, alkylidene, ~~amide,~~ amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ~~ester,~~ halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, ~~oxo,~~ hydroxy, ~~iminoketone, ketone,~~ nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

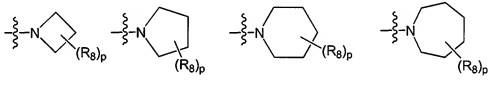
V ~~comprises~~ is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl ~~comprising~~ having a nitrogen ring atom, ~~or~~ and a heteroaryl ~~comprising~~ having a nitrogen ring atom;

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~aldehyde,~~ alicyclic, aliphatic, alkyl, alkylene, alkylidene, ~~amide,~~ amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ~~ester,~~ halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, ~~oxo,~~ hydroxy, ~~iminoketone, ketone,~~ nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio,~~ cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~aldehyde,~~ alicyclic, aliphatic, alkyl, alkylene, alkylidene, ~~amide,~~ amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl, cycloalkyl, cycloalkylene, ~~ester,~~ halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, ~~oxo,~~ hydroxy, ~~iminoketone, ketone,~~ nitro, oxaalkyl and oxoalkyl moieties~~, or two R_{12} are taken together to form a ring fused to or bridged to the ring formed by J, K, L and M,~~ and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

2-6. (cancelled)

7. (currently amended) A compound according to claim 1, wherein R_2 is selected from the group consisting of



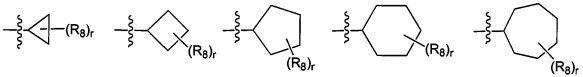
wherein p is 0-12 and each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio,~~ alkoxy, carbonyl group, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, each substituted or unsubstituted, with the proviso that at least one R_8 serves as V.

8. (original) A compound according to claim 7, wherein at least one R_8 is a primary, secondary or tertiary amine.

9. (currently amended) A compound according to claim 7, wherein at least one R_8 is a substituted or unsubstituted heterocycloalkyl ~~comprising~~ having a nitrogen ring atom or a substituted or unsubstituted heteroaryl ~~comprising~~ having a nitrogen ring atom.

10. (original) A compound according to claim 7, wherein at least one R_8 is selected from the group consisting of $-NH_2$, $-NH(C_{1\text{-}5}\text{ alkyl})$, $-N(C_{1\text{-}5}\text{ alkyl})_2$, piperazine, imidazole, and pyridine.

11. (currently amended) A compound according to claim 1, wherein R_2 is selected from the group consisting of



wherein r is 0-13 and each R_8 is independently selected from the group consisting of halo, perhalo($C_{1\text{-}10}$)alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio,~~ alkoxy, carbonyl group, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, each substituted or unsubstituted, with the proviso that at least one R_8 serves as V.

12. (original) A compound according to claim 11, wherein at least one R_8 is a primary, secondary or tertiary amine.

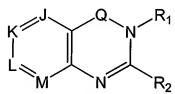
13. (currently amended) A compound according to claim 11, wherein at least one R_8 is a substituted or unsubstituted heterocycloalkyl ~~comprising~~ having a nitrogen ring atom or a substituted or unsubstituted heteroaryl ~~comprising~~ having a nitrogen ring atom.

14. (original) A compound according to claim 11, wherein at least one R_8 is selected from the group consisting of $-NH_2$, $-NH(C_{1\text{-}5}\ alkyl)$, $-N(C_{1\text{-}5}\ alkyl)_2$, piperazine, imidazole, and pyridine.

15. (original) A compound according to claim 1, wherein R_2 is selected from the group consisting of 3-amino-piperidin-1-yl, 3-aminomethyl-pyrrolidin-1-yl, azetidin-1-yl, 3-aminoazetidin-1-yl, pyrrolidin-1-yl, 3-aminocyclopent-1-yl, 3-aminomethylcyclopent-1-yl, 3-aminomethylcyclohex-1-yl, hexahydroazepin-1-yl, 3-aminohexahydroazepin-1-yl, 3-amino-cyclohex-1-yl, piperazin-1-yl, homopiperazin-1-yl, 3-amino-pyrrolidin-1-yl, and R-3-aminopiperidin-1-yl, each substituted or unsubstituted.

16-18. (cancelled)

19. (currently amended) A compound ~~according to claim 1,~~ of Formula XXXVII:



XXXVII

wherein

Q is selected from the group consisting of CO, CS, or $C{=}NR_9$;

J, K, L, and M are each independently CR_{12}, provided that at least one of K and L is CR_{12} where R_{12} is not hydrogen;

R_1 is $-ZR_m$;

Z is selected from the group consisting of $-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, $-C(O)-$, $-CH_2C(O)-$, $-C(O)CH_2-$, $-CH_2-C(O)CH_2-$, $-C(O)CH_2CH_2-$, $-CH_2CH_2C(O)-$, $-O-$, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$,

-$NHCH_2CH_2$-, -CH_2CH_2NH-, -NH-C(O)-, -NCH_3-C(O)-, -C(O)NH-, -C(O)NCH_3-, -NHC(O)CH_2-, -C(O)$NHCH_2$-, -C(O)CH_2NH-, -$CH_2NHC(O)$-, -$CH_2C(O)NH$-, -$NHCH_2C(O)$-, -S-, -SCH_2-, -CH_2S-, -SCH_2CH_2-, -CH_2SCH_2-, -CH_2CH_2S-, -C(O)S-, -C(O)SCH_2-, -$CH_2C(O)S$-, -C(O)CH_2S-, -$CH_2SC(O)$-, -CHR_9-, -$C(R_9)(R_9)$-, -C(S)-, -C(NH)-, -$C(NR_9)$-, -N(H)- and -$N(R_9)$-;

R_m is an aryl, either unsubstituted or substituted with one or more substituents selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

R_2 is -UV;

U is selected from the group consisting of -CH_2-, -CH_2CH_2-, -$CH_2CH_2CH_2$-, -C(O)-, -$CH_2C(O)$-, -C(O)CH_2-, -CH_2-C(O)CH_2-, -C(O)CH_2CH_2-, -$CH_2CH_2C(O)$-, -O-, -OCH_2-, -CH_2O-, -CH_2OCH_2-, -OCH_2CH_2-, -CH_2CH_2O-, -$N(CH_3)$-, -$NHCH_2$-, -CH_2NH-, -CH_2NHCH_2-, -$NHCH_2CH_2$-, -CH_2CH_2NH-, -NH-C(O)-, -NCH_3-C(O)-, -C(O)NH-, -C(O)NCH_3-, -NHC(O)CH_2-, -C(O)$NHCH_2$-, -C(O)CH_2NH-, -$CH_2NHC(O)$-, -$CH_2C(O)NH$-, -$NHCH_2C(O)$-, -S-, -SCH_2-, -CH_2S-, -CH_2SCH_2-, -CH_2CH_2S-, -C(O)S-, -C(O)SCH_2-, -$CH_2C(O)S$-, -C(O)CH_2S-, -$CH_2SC(O)$-, -$C(R_9)(R_9)$-, -N(H)-, -$N(R_9)$-, (C_{3-7})cycloalkyl, (C_{3-6})heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

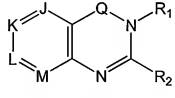
V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom;

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each

unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, each unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, provided that at least one R_{12} is halogen.

20. (currently amended) A compound ~~according to claim 1,~~ of Formula XXXVII:



XXXVII

wherein

Q is selected from the group consisting of CO, CS, or $C{=}NR_9$;

J, K, L, and M are each independently CR_{12}, provided that at least one of K and L is CR_{12} where R_{12} is not hydrogen;

R_1 is $-ZR_m$;

Z is selected from the group consisting of $-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, -C(O)-, $-CH_2C(O)-$, -C(O)CH_2-, $-CH_2-C(O)CH_2-$, -C(O)CH_2CH_2-, $-CH_2CH_2C(O)-$, -O-, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, -NH-C(O)-, $-NCH_3-C(O)-$, -C(O)NH-, -C(O)NCH_3-, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, -S-, $-SCH_2-$, $-CH_2S-$, $-SCH_2CH_2-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, -C(O)S-, -C(O)SCH_2-, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, $-CHR_9-$, $-C(R_9)(R_9)-$, -C(S)-, -C(NH)-, $-C(NR_9)-$, -N(H)- and $-N(R_9)-$;

R_m is an aryl, either unsubstituted or substituted with one or more substituents selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

R_2 is -UV;

U is selected from the group consisting of $-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, -C(O)-, $-CH_2C(O)-$, -C(O)CH_2-, $-CH_2-C(O)CH_2-$, -C(O)CH_2CH_2-, $-CH_2CH_2C(O)-$, -O-, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, -NH-C(O)-, $-NCH_3-C(O)-$, -C(O)NH-, -C(O)NCH_3-, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, -S-, $-SCH_2-$, $-CH_2S-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, -C(O)S-, -C(O)SCH_2-, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, $-C(R_9)(R_9)-$, -N(H)-, $-N(R_9)-$, (C_{3-7})cycloalkyl, (C_{3-6})heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom;

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, each unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, provided that at least one R_{12} is fluorine.

21-27. (cancelled)

28. (previously presented) A compound according to claim 1, wherein Z is selected from the group consisting of -CH_2-, -CH_2CH_2-, -$CH_2CH_2CH_2$-, -C(O)-, -$CH_2C(O)$-, -C(O)CH_2-, -CH_2-C(O)CH_2-, -C(O)CH_2CH_2-, -$CH_2CH_2C(O)$-, -O-, -OCH_2-, -CH_2O-, -CH_2OCH_2-, -OCH_2CH_2-, -CH_2CH_2O-, -N(CH_3)-, -$NHCH_2$-, -CH_2NH-, -CH_2NHCH_2-, -$NHCH_2CH_2$-, -CH_2CH_2NH-, -NH-C(O)-, -NCH_3-C(O)-, -C(O)NH-, -C(O)NCH_3-, -NHC(O)CH_2-, -C(O)$NHCH_2$-, -C(O)CH_2NH-, -$CH_2NHC(O)$-, -$CH_2C(O)NH$-, -$NHCH_2C(O)$-, -S-, -SCH_2-,

$-CH_2S-$, $-SCH_2CH_2-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, $-C(O)S-$, $-C(O)SCH_2-$, $-CH_2C(O)S-$, $-C(O)CH_2S-$, and $-CH_2SC(O)-$, each substituted or unsubstituted.

29. (previously presented) A compound according to claim 1, wherein Z is selected from the group consisting of $-CH_2-$, -C(O)-, -C(S)-, -C(NH)-, $-C(NR_9)-$, -O-, -N(H)-, $-N(R_9)-$, and -S-.

30-31. (cancelled)

32. (previously presented) A compound according to claim 1, wherein R_m is a substituted or unsubstituted phenyl.

33. (previously presented) A compound according to claim 1, wherein R_m is selected from the group consisting of (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, $(2\text{-}CONH_2)$phenyl, $(3\text{-}CONH_2)$phenyl, $(2\text{-}CONH(C_1\text{-}_7)alkyl)$phenyl, $(3\text{-}CONH(C_1\text{-}_7)alkyl)$phenyl, $(2\text{-}CO_2(C_1\text{-}_7)alkyl)$phenyl, and $(3\text{-}CO_2(C_1\text{-}_7)alkyl)$phenyl, each substituted or unsubstituted.

34. (previously presented) A compound according to claim 1, wherein R_1 is $-OR_{11}$, where R_{11} is selected from the group consisting of substituted or unsubstituted aryl, heteroaryl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl.

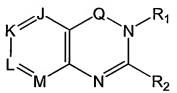
35. (previously presented) A compound according to claim 1, wherein Z is a carbonyl.

36. (previously presented) A compound according to claim 1, wherein R_1 is selected from the group consisting of $-(CH_2)$-(2-cyano)phenyl, $-(CH_2)$-(3-cyano)phenyl, $-(CH_2)$-(2-

hydroxy)phenyl, -(CH_2)-(3-hydroxy)phenyl, -(CH_2)-(2-alkenyl)phenyl, -(CH_2)-(3-alkenyl)phenyl, -(CH_2)-(2-alkynyl)phenyl, -(CH_2)-(3-alkynyl)phenyl, -(CH_2)-(2-nitro)phenyl, -(CH_2)-(3-nitro)phenyl, -(CH_2)-(2-carboxy)phenyl, -(CH_2)-(3-carboxy)phenyl, -(CH_2)-(2-carboxamido)phenyl, -(CH_2)-(3-carboxamido)phenyl, -(CH_2)-(2-sulfonamido)phenyl, -(CH_2)-(3-sulfonamido)phenyl, -(CH_2)-(2-tetrazolyl)phenyl, -(CH_2)-(3-tetrazolyl)phenyl, -(CH_2)-(2-aminomethyl)phenyl, -(CH_2)-(3-aminomethyl)phenyl, -(CH_2)-(2-amino)phenyl, -(CH_2)-(3-amino)phenyl, -(CH_2)-(2-hydroxymethyl)phenyl, -(CH_2)-(3-hydroxymethyl)phenyl, -(CH_2)-(2-phenyl)phenyl, -(CH_2)-(3-phenyl)phenyl, -(CH_2)-(2-$CONH_2$)phenyl, -(CH_2)-(3-$CONH_2$)phenyl, -(CH_2)-(2-CONH(C_1-$_7$)alkyl)phenyl, -(CH_2)-(3-CONH(C_1-$_7$)alkyl)phenyl, -(CH_2)-(2-CO_2(C_1-$_7$)alkyl)phenyl, -(CH_2)-(3-CO_2(C_1-$_7$)alkyl)phenyl, and -CH_2-aryl, each substituted or unsubstituted.

37. (previously presented) A compound according to claim 1, wherein R_1 is selected from the group consisting of -(C_1)alkyl-aryl, -(C_1)alkyl-bicycloaryl, -aminoaryl, -aminoheteroaryl, -aminobicycloaryl, -aminoheterobicycloaryl, -O-aryl, -O-heteroaryl, -O-bicycloaryl, -O-heterobicycloaryl, -(S)-aryl, -(S)-heteroaryl, -(S)-bicycloaryl, -S-heterobicycloaryl, -C(O)-aryl, -C(O)-heteroaryl, -C(O)-bicycloaryl, -C(O)-heterobicycloaryl, -C(S)-aryl, -C(S)-heteroaryl, -C(S)-bicycloaryl, -C(S)-heterobicycloaryl, -S(O)-aryl, -S(O)-heteroaryl, -S(O)-bicycloaryl, -SO_2-heterobicycloaryl, -SO_2-aryl, -SO_2-heteroaryl, -SO_2-bicycloaryl, -SO_2-heterobicycloaryl, -C(NR_9)-aryl, -C(NR_9)-heteroaryl, -C(NR_9)-bicycloaryl, -C(NR_9)-heterobicycloaryl, each substituted or unsubstituted.

38. (currently amended) A compound of Formula XXXIX:



XXXIX

wherein

Q is selected from the group consisting of CO, CS, or C=NR_9;

J, K, L, and M are each independently CR_{12}, provided that at least one of K and L is CR_{12} where R_{12} is not hydrogen;

R_1 is selected from the group consisting of a 3, 4, 5, 6 or 7 membered aryl ring, either unsubstituted or substituted with a substituent selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

R_2 is selected from the group consisting of a 4, 5, 6 or 7 membered cycloalkyl or N-containing ring, the ring being substituted with one or more substituents selected from the group consisting of ~~aldehyde,~~ alicyclic, aliphatic, alkyl, alkylene, alkylidene, ~~amide,~~ amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ~~ester,~~ halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, ~~oxo,~~ hydroxy, iminoketone, ketone, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~aldehyde,~~ alicyclic, aliphatic, alkyl, alkylene, alkylidene, ~~amide,~~ amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, ~~ester,~~ halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, ~~oxo,~~ hydroxy, ~~iminoketone, ketone,~~ nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio,~~ cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, each unsubstituted or

substituted with one or more substituents selected from the group consisting of ~~aldehyde,~~ alicyclic, aliphatic, alkyl, alkylene, alkylidene, ~~amide,~~ amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl, cycloalkyl, cycloalkylene, ~~ester,~~ halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, ~~oxo,~~ hydroxy, ~~iminoketone, ketone,~~ nitro, oxaalkyl and oxoalkyl moieties~~, or two R_{12} are taken together to form a ring fused to or bridged to the ring formed by J, K, L and M,~~ and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

39-47. (cancelled)

48. (original) A compound according to claim 38, wherein R_1 is a substituted or unsubstituted phenyl.

49. (cancelled)